

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re: Sears Holdings Corporation, et al.
Debtors (Jointly Administered)

Case No: 18-23538 (RDD)
Reporting Period: 4/5/20 – 7/4/20
Federal Tax I.D. #: 20-1920798

**POST-CONFIRMATION CORPORATE QUARTERLY OPERATING REPORT
FOR THE THREE-MONTH PERIOD ENDED JULY 4, 2020**

DEBTORS' ADDRESS: Sears Holdings Corporation, *et al.*
c/o M-III Partners, L.P.
130 West 42nd St.,
17th Floor
New York, NY 10036

DEBTORS'
ATTORNEYS: Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

DISBURSEMENTS (ACTUAL DOLLARS):
FOR THE PERIOD ENDED JULY 4, 2020

See Pages 5 – 8

REPORT PREPARER: Sears Holdings Corporation, *et al.*

The undersigned, having reviewed the attached report and being familiar with the Debtors' financial affairs, verifies under penalty of perjury, that the information contained therein is complete, accurate, and truthful to the best of my knowledge.

/s/ Mohsin Y. Meghji
Mohsin Y. Meghji
Chief Restructuring Officer
Sears Holdings Corporation, *et al.*

August 3, 2020

In re: Sears Holdings Corporation, *et al.*
Debtors (Jointly Administered)

Case No. 18-23538 (RDD)
Reporting Period: April 5, 2020 – July 4, 2020
Federal Tax I.D. # 20-1920798

BACKGROUND

On October 15, 2018 (the “**Petition Date**”), Sears Holdings Corporation and 49 of its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**,” and together with the Debtors’ non-debtor affiliates, the “**Company**”)¹ filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”). In addition, Debtors SHC Licensed Business LLC, SHC Promotions LLC and SRe Holding Corporation filed their voluntary petitions for relief on October 18, 2018, October 22, 2018 and January 7, 2019, respectively. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) under the caption Sears Holdings Corporation, *et al.*, Case No. 18-23538 (RDD) (S.D.N.Y.), pursuant to an order entered by the Bankruptcy Court on October 15, 2018 [ECF No. 118]. On October 24, 2018, the United States Trustee for Region 2 (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors pursuant to section 1102(a) of the Bankruptcy Code (the “**Creditors’ Committee**”) [ECF No. 276]. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* [ECF No. 2507] (the “**Sale Order**”). The Sale Transaction (as defined in the Sale Order) with Transform Holdco LLC (the “**Buyer**”) closed on February 11, 2019 (the “**Closing**”). On October 15, 2019, the Bankruptcy Court entered the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* [ECF No. 5370].

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, L.P., 130 West 42nd St., 17th Floor, New York, NY 10036.

In re: Sears Holdings Corporation, et al.
Debtors (Jointly Administered)

Case No. 18-23538 (RDD)
Reporting Period: April 5, 2020 – July 4, 2020
Federal Tax I.D. # 20-1920798

This Post Confirmation Quarterly Operating Report covers the three-month period from April 5, 2020 through and including July 4, 2020 (the “**QOR**”). This QOR is unaudited, is limited in scope, covers a limited time period, and has been prepared solely for the purpose of complying with the post-confirmation quarterly reporting requirements for chapter 11 debtors. This QOR is not intended to be relied upon as a complete description of the Debtors, their business, results of operations, prospects, assets or liabilities. This QOR does not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. Therefore, there can be no assurance that any consolidated financial information presented herein is complete and readers are strongly cautioned not to place undue reliance on this QOR. This QOR should be read in conjunction with the Debtors’ previously filed operating reports.

Notwithstanding any indications of value that may be contained in the Plan or this QOR, no assurance can be given as to the ultimate value that may be ascribed to the Debtors’ various prepetition liabilities or other financial interests.

Additional information regarding the above referenced chapter 11 cases is available on the Debtors’ claims and noticing agent’s website: <https://restructuring.primeclerk.com/sears/>.

In future periods, any changes to prior period balances will be reflected in the current quarter QOR.

In re: SEARS HOLDINGS CORPORATION, et al.
Debtors (Jointly Administered)

Case No. 18-23538 (RDD)
Reporting Period: 4/5/20 - 7/4/20
Federal Tax ID. No. 20-1920798

The Quarterly Operating Report ("QOR") includes activity for the following Debtors:

| # | DEBTOR ENTITY NAME | FILING DATE | BANKRUPTCY CASE NUMBER | COMPLETE EIN OR OTHER TAXPAYER ID. |
|-----|--|-------------|------------------------|------------------------------------|
| 1. | SEARS, ROEBUCK AND CO. | 10/15/18 | 18-23537 | 36-1750680 |
| 2. | SEARS HOLDINGS CORPORATION | 10/15/18 | 18-23538 | 20-1920798 |
| 3. | KMART HOLDING CORPORATION | 10/15/18 | 18-23539 | 32-0073116 |
| 4. | KMART OPERATIONS LLC | 10/15/18 | 18-23540 | 32-0456546 |
| 5. | SEARS OPERATIONS LLC | 10/15/18 | 18-23541 | 35-2524331 |
| 6. | SERVICELIVE, INC. | 10/15/18 | 18-23542 | 36-4616774 |
| 7. | A&E FACTORY SERVICE, LLC | 10/15/18 | 18-23543 | 36-4486695 |
| 8. | A&E HOME DELIVERY, LLC | 10/15/18 | 18-23544 | 37-1500205 |
| 9. | A&E LAWN & GARDEN, LLC | 10/15/18 | 18-23545 | 13-4275028 |
| 10. | A&E SIGNATURE SERVICE, LLC | 10/15/18 | 18-23546 | 37-1500204 |
| 11. | FBA HOLDINGS INC. | 10/15/18 | 18-23547 | 36-4186537 |
| 12. | INNOVEL SOLUTIONS, INC. | 10/15/18 | 18-23548 | 36-1857180 |
| 13. | KMART CORPORATION | 10/15/18 | 18-23549 | 38-0729500 |
| 14. | MAXSERV, INC. | 10/15/18 | 18-23550 | 74-2707626 |
| 15. | PRIVATE BRANDS, LTD. | 10/15/18 | 18-23551 | 55-0544022 |
| 16. | SEARS DEVELOPMENT CO. | 10/15/18 | 18-23552 | 36-2476028 |
| 17. | SEARS HOLDINGS MANAGEMENT CORPORATION | 10/15/18 | 18-23553 | 20-3592148 |
| 18. | SEARS HOME & BUSINESS FRANCHISES, INC. | 10/15/18 | 18-23554 | 98-0126742 |
| 19. | SEARS HOME IMPROVEMENT PRODUCTS, INC. | 10/15/18 | 18-23555 | 25-1698591 |
| 20. | SEARS INSURANCE SERVICES, L.L.C. | 10/15/18 | 18-23556 | 36-4287182 |
| 21. | SEARS PROCUREMENT SERVICES, INC. | 10/15/18 | 18-23557 | 30-0092859 |
| 22. | SEARS PROTECTION COMPANY | 10/15/18 | 18-23558 | 36-4471250 |
| 23. | SEARS PROTECTION COMPANY (PR) INC. | 10/15/18 | 18-23559 | 66-0704861 |
| 24. | SEARS ROEBUCK ACCEPTANCE CORP. | 10/15/18 | 18-23560 | 51-0080535 |
| 25. | SR-ROVER DE PUERTO RICO, LLC (f/k/a SEARS, ROEBUCK DE PUERTO RICO, INC.) | 10/15/18 | 18-23561 | 66-0233626 |
| 26. | SYW RELAY LLC | 10/15/18 | 18-23562 | 35-2561870 |
| 27. | WALLY LABS LLC | 10/15/18 | 18-23563 | None |
| 28. | BIG BEAVER OF FLORIDA DEVELOPMENT, LLC | 10/15/18 | 18-23564 | None |
| 29. | CALIFORNIA BUILDER APPLIANCES, INC. | 10/15/18 | 18-23565 | 68-0406327 |
| 30. | FLORIDA BUILDER APPLIANCES, INC. | 10/15/18 | 18-23566 | 36-3619133 |
| 31. | KBL HOLDING INC. | 10/15/18 | 18-23567 | 26-0031295 |
| 32. | KLC, INC. | 10/15/18 | 18-23568 | 75-2490839 |
| 33. | SEARS PROTECTION COMPANY (FLORIDA), LLC | 10/15/18 | 18-23569 | 20-0224239 |
| 34. | KMART OF WASHINGTON LLC | 10/15/18 | 18-23570 | 61-1448898 |
| 35. | KMART STORES OF ILLINOIS LLC | 10/15/18 | 18-23571 | 61-1448897 |
| 36. | KMART STORES OF TEXAS LLC | 10/15/18 | 18-23572 | 61-1448915 |
| 37. | MYGOFER LLC | 10/15/18 | 18-23573 | 26-4005531 |
| 38. | ROVER BRANDS BUSINESS UNIT, LLC (f/k/a SEARS BRANDS BUSINESS UNIT CORPORATION) | 10/15/18 | 18-23574 | 42-1564658 |
| 39. | SEARS HOLDINGS PUBLISHING COMPANY, LLC | 10/15/18 | 18-23575 | 26-0075554 |
| 40. | KMART OF MICHIGAN, INC. | 10/15/18 | 18-23576 | 38-3551696 |
| 41. | SHC DESERT SPRINGS, LLC | 10/15/18 | 18-23577 | None |
| 42. | SOE, INC. | 10/15/18 | 18-23578 | 83-0399616 |
| 43. | STARWEST, LLC | 10/15/18 | 18-23579 | 37-1495379 |
| 44. | STI MERCHANDISING, INC. | 10/15/18 | 18-23580 | 38-2760188 |
| 45. | TROY COOLIDGE NO. 13, LLC | 10/15/18 | 18-23581 | None |
| 46. | BLUELIGHT.COM, INC. | 10/15/18 | 18-23582 | 77-0527034 |
| 47. | SEARS BRANDS, L.L.C. | 10/15/18 | 18-23583 | 42-1564664 |
| 48. | SEARS BUYING SERVICES, INC. | 10/15/18 | 18-23584 | 36-3256533 |
| 49. | KMART.COM LLC | 10/15/18 | 18-23585 | 77-0529022 |
| 50. | SEARS BRANDS MANAGEMENT CORPORATION | 10/15/18 | 18-23586 | 36-2555365 |
| 51. | SHC LICENSED BUSINESS LLC | 10/18/18 | 18-23616 | 37-1783718 |
| 52. | SHC PROMOTIONS LLC | 10/22/18 | 18-23630 | 26-4209626 |
| 53. | SRE HOLDING CORPORATION | 1/7/19 | 19-22031 | 46-4344816 |

In re: SEARS HOLDINGS CORPORATION, et al.

Debtors (Jointly Administered)

QOR-1a

(in US Dollars)

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 4/5/20 - 5/2/20

Federal Tax I.D. No. 20-1920798

SCHEDULE OF DISBURSEMENTS

| # | DEBTOR ENTITY NAME | BANKRUPTCY CASE NUMBER | NET CASH DISBURSEMENTS (a) | PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. escrow accounts) | TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES) | F/N |
|-----|--|------------------------|----------------------------|---|--|-----|
| 1. | SEARS, ROEBUCK AND CO. | 18-23537 | \$3,436,946 | - | \$3,436,946 | |
| 2. | SEARS HOLDINGS CORPORATION | 18-23538 | - | 3,912,085 | 3,912,085 | (b) |
| 3. | KMART HOLDING CORPORATION | 18-23539 | - | - | - | |
| 4. | KMART OPERATIONS LLC | 18-23540 | 249 | - | 249 | |
| 5. | SEARS OPERATIONS LLC | 18-23541 | 3,377 | - | 3,377 | |
| 6. | SERVICELIVE, INC. | 18-23542 | - | - | - | |
| 7. | A&E FACTORY SERVICE, LLC | 18-23543 | 947 | - | 947 | |
| 8. | A&E HOME DELIVERY, LLC | 18-23544 | - | - | - | |
| 9. | A&E LAWN & GARDEN, LLC | 18-23545 | - | - | - | |
| 10. | A&E SIGNATURE SERVICE, LLC | 18-23546 | - | - | - | |
| 11. | FBA HOLDINGS INC. | 18-23547 | - | - | - | |
| 12. | INNOVEL SOLUTIONS, INC. | 18-23548 | 440 | - | 440 | |
| 13. | KMART CORPORATION | 18-23549 | 7,370 | - | 7,370 | |
| 14. | MAXSERV, INC. | 18-23550 | - | - | - | |
| 15. | PRIVATE BRANDS, LTD. | 18-23551 | - | - | - | |
| 16. | SEARS DEVELOPMENT CO. | 18-23552 | - | - | - | |
| 17. | SEARS HOLDINGS MANAGEMENT CORPORATION | 18-23553 | - | - | - | |
| 18. | SEARS HOME & BUSINESS FRANCHISES, INC. | 18-23554 | - | - | - | |
| 19. | SEARS HOME IMPROVEMENT PRODUCTS, INC | 18-23555 | - | - | - | |
| 20. | SEARS INSURANCE SERVICES, L.L.C. | 18-23556 | - | - | - | |
| 21. | SEARS PROCUREMENT SERVICES, INC. | 18-23557 | - | - | - | |
| 22. | SEARS PROTECTION COMPANY | 18-23558 | - | - | - | |
| 23. | SEARS PROTECTION COMPANY (PR) INC. | 18-23559 | - | - | - | |
| 24. | SEARS ROEBUCK ACCEPTANCE CORP. | 18-23560 | - | - | - | |
| 25. | SR-ROVER DE PUERTO RICO, LLC (f/k/a SEARS, ROEBUCK DE PUERTO RICO, INC.) | 18-23561 | - | - | - | |
| 26. | SYW RELAY LLC | 18-23562 | - | - | - | |
| 27. | WALLY LABS LLC | 18-23563 | - | - | - | |
| 28. | BIG BEAVER OF FLORIDA DEVELOPMENT, LLC | 18-23564 | - | - | - | |
| 29. | CALIFORNIA BUILDER APPLIANCES, INC. | 18-23565 | - | - | - | |
| 30. | FLORIDA BUILDER APPLIANCES, INC. | 18-23566 | - | - | - | |
| 31. | KBL HOLDING INC. | 18-23567 | - | - | - | |
| 32. | KLC, INC. | 18-23568 | - | - | - | |
| 33. | SEARS PROTECTION COMPANY (FLORIDA), LLC | 18-23569 | - | - | - | |
| 34. | KMART OF WASHINGTON LLC | 18-23570 | - | - | - | |
| 35. | KMART STORES OF ILLINOIS LLC | 18-23571 | - | - | - | |
| 36. | KMART STORES OF TEXAS LLC | 18-23572 | - | - | - | |
| 37. | MYGOFER LLC | 18-23573 | - | - | - | |
| 38. | ROVER BRANDS BUSINESS UNIT, LLC (f/k/a SEARS BRANDS BUSINESS UNIT CORPORATION) | 18-23574 | - | - | - | |
| 39. | SEARS HOLDINGS PUBLISHING COMPANY, LLC | 18-23575 | - | - | - | |
| 40. | KMART OF MICHIGAN, INC. | 18-23576 | - | - | - | |
| 41. | SHC DESERT SPRINGS, LLC | 18-23577 | - | - | - | |
| 42. | SOE, INC. | 18-23578 | - | - | - | |
| 43. | STARWEST, LLC | 18-23579 | - | - | - | |
| 44. | STI MERCHANDISING, INC. | 18-23580 | - | - | - | |
| 45. | TROY COOLIDGE NO. 13, LLC | 18-23581 | - | - | - | |
| 46. | BLUELIGHT.COM, INC. | 18-23582 | - | - | - | |
| 47. | SEARS BRANDS, L.L.C. | 18-23583 | - | - | - | |
| 48. | SEARS BUYING SERVICES, INC. | 18-23584 | - | - | - | |
| 49. | KMART.COM LLC | 18-23585 | - | - | - | |
| 50. | SEARS BRANDS MANAGEMENT CORPORATION | 18-23586 | - | - | - | |
| 51. | SHC LICENSED BUSINESS LLC | 18-23616 | - | - | - | |
| 52. | SHC PROMOTIONS LLC | 18-23630 | - | - | - | |
| 53. | SRE HOLDING CORPORATION | 19-22031 | - | - | - | |
| | TOTAL | | \$3,449,329 | \$3,912,085 | \$7,361,414 | |

Footnote(s):

- (a) The net cash disbursements represent cash disbursed by the Debtor entity excluding disbursements made on behalf of other Debtor entities, which are reflected on the accounts of the Debtors on whose behalf they are made. "Flow through" disbursements used to pay the Buyer's accounts payable and payroll are excluded.
- (b) Sears Holdings Corporation (18-23538) disbursements made by outside sources represent professional fee payments.

In re: SEARS HOLDINGS CORPORATION, et al.

Debtors (Jointly Administered)

QOR-1b

(in US Dollars)

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 5/3/20 - 5/30/20

Federal Tax I.D. No. 20-1920798

SCHEDULE OF DISBURSEMENTS

| # | DEBTOR ENTITY NAME | BANKRUPTCY CASE NUMBER | NET CASH DISBURSEMENTS (a) | PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. escrow accounts) | TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES) | F/N |
|-----|---|---------------------------|----------------------------------|--|---|-----|
| 1. | SEARS, ROEBUCK AND CO. | 18-23537 | \$1,938,724 | - | \$1,938,724 | |
| 2. | SEARS HOLDINGS CORPORATION | 18-23538 | - | 1,412,031 | 1,412,031 | (b) |
| 3. | KMART HOLDING CORPORATION | 18-23539 | - | - | - | |
| 4. | KMART OPERATIONS LLC | 18-23540 | 1,308 | - | 1,308 | |
| 5. | SEARS OPERATIONS LLC | 18-23541 | 17,958 | - | 17,958 | |
| 6. | SERVICELIVE, INC. | 18-23542 | - | - | - | |
| 7. | A&E FACTORY SERVICE, LLC | 18-23543 | - | - | - | |
| 8. | A&E HOME DELIVERY, LLC | 18-23544 | - | - | - | |
| 9. | A&E LAWN & GARDEN, LLC | 18-23545 | - | - | - | |
| 10. | A&E SIGNATURE SERVICE, LLC | 18-23546 | - | - | - | |
| 11. | FBA HOLDINGS INC. | 18-23547 | - | - | - | |
| 12. | INNOVEL SOLUTIONS, INC. | 18-23548 | 449 | - | 449 | |
| 13. | KMART CORPORATION | 18-23549 | 9,141 | - | 9,141 | |
| 14. | MAXSERV, INC. | 18-23550 | - | - | - | |
| 15. | PRIVATE BRANDS, LTD. | 18-23551 | - | - | - | |
| 16. | SEARS DEVELOPMENT CO. | 18-23552 | - | - | - | |
| 17. | SEARS HOLDINGS MANAGEMENT CORPORATION | 18-23553 | - | - | - | |
| 18. | SEARS HOME & BUSINESS FRANCHISES, INC. | 18-23554 | - | - | - | |
| 19. | SEARS HOME IMPROVEMENT PRODUCTS, INC | 18-23555 | - | - | - | |
| 20. | SEARS INSURANCE SERVICES, L.L.C. | 18-23556 | - | - | - | |
| 21. | SEARS PROCUREMENT SERVICES, INC. | 18-23557 | - | - | - | |
| 22. | SEARS PROTECTION COMPANY | 18-23558 | 250 | - | 250 | |
| 23. | SEARS PROTECTION COMPANY (PR) INC. | 18-23559 | - | - | - | |
| 24. | SEARS ROEBUCK ACCEPTANCE CORP. | 18-23560 | - | - | - | |
| 25. | SR-ROVER DE PUERTO RICO, LLC (f/k/a SEARS, ROEBUCK DE PUERTO RICO, INC.) | 18-23561 | 831 | - | 831 | |
| 26. | SYW RELAY LLC | 18-23562 | - | - | - | |
| 27. | WALLY LABS LLC | 18-23563 | - | - | - | |
| 28. | BIG BEAVER OF FLORIDA DEVELOPMENT, LLC | 18-23564 | - | - | - | |
| 29. | CALIFORNIA BUILDER APPLIANCES, INC. | 18-23565 | - | - | - | |
| 30. | FLORIDA BUILDER APPLIANCES, INC. | 18-23566 | - | - | - | |
| 31. | KBL HOLDING INC. | 18-23567 | - | - | - | |
| 32. | KLC, INC. | 18-23568 | - | - | - | |
| 33. | SEARS PROTECTION COMPANY (FLORIDA), LLC | 18-23569 | - | - | - | |
| 34. | KMART OF WASHINGTON LLC | 18-23570 | - | - | - | |
| 35. | KMART STORES OF ILLINOIS LLC | 18-23571 | - | - | - | |
| 36. | KMART STORES OF TEXAS LLC | 18-23572 | - | - | - | |
| 37. | MYGOFER LLC | 18-23573 | - | - | - | |
| 38. | ROVER BRANDS BUSINESS UNIT, LLC (f/k/a SEARS BRANDS BUSINESS UNIT CORPORATION) | 18-23574 | - | - | - | |
| 39. | SEARS HOLDINGS PUBLISHING COMPANY, LLC | 18-23575 | - | - | - | |
| 40. | KMART OF MICHIGAN, INC. | 18-23576 | - | - | - | |
| 41. | SHC DESERT SPRINGS, LLC | 18-23577 | - | - | - | |
| 42. | SOE, INC. | 18-23578 | - | - | - | |
| 43. | STARWEST, LLC | 18-23579 | - | - | - | |
| 44. | STI MERCHANDISING, INC. | 18-23580 | - | - | - | |
| 45. | TROY COOLIDGE NO. 13, LLC | 18-23581 | - | - | - | |
| 46. | BLUELIGHT.COM, INC. | 18-23582 | - | - | - | |
| 47. | SEARS BRANDS, L.L.C. | 18-23583 | - | - | - | |
| 48. | SEARS BUYING SERVICES, INC. | 18-23584 | - | - | - | |
| 49. | KMART.COM LLC | 18-23585 | - | - | - | |
| 50. | SEARS BRANDS MANAGEMENT CORPORATION | 18-23586 | - | - | - | |
| 51. | SHC LICENSED BUSINESS LLC | 18-23616 | - | - | - | |
| 52. | SHC PROMOTIONS LLC | 18-23630 | - | - | - | |
| 53. | SRE HOLDING CORPORATION | 19-22031 | - | - | - | |
| | TOTAL | | \$1,968,661 | \$1,412,031 | \$3,380,692 | |

Footnote(s):

- (a) The net cash disbursements represent cash disbursed by the Debtor entity excluding disbursements made on behalf of other Debtor entities, which are reflected on the accounts of the Debtors on whose behalf they are made. "Flow through" disbursements used to pay the Buyer's accounts payable and payroll are excluded.
- (b) Sears Holdings Corporation (18-23538) disbursements made by outside sources represent professional fee payments.

In re: SEARS HOLDINGS CORPORATION, et al.

Debtors (Jointly Administered)

QOR-1c

(in US Dollars)

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 5/31/20 - 7/4/20

Federal Tax I.D. No. 20-1920798

SCHEDULE OF DISBURSEMENTS

| # | DEBTOR ENTITY NAME | BANKRUPTCY CASE NUMBER | NET CASH DISBURSEMENTS (a) | PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. escrow accounts) | TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES) | F/N |
|-----|--|------------------------|----------------------------|---|--|-----|
| 1. | SEARS, ROEBUCK AND CO. | 18-23537 | \$449,185 | - | \$449,185 | |
| 2. | SEARS HOLDINGS CORPORATION | 18-23538 | - | 2,077,786 | 2,077,786 | (b) |
| 3. | KMART HOLDING CORPORATION | 18-23539 | - | - | - | |
| 4. | KMART OPERATIONS LLC | 18-23540 | 15 | - | 15 | |
| 5. | SEARS OPERATIONS LLC | 18-23541 | - | - | - | |
| 6. | SERVICELIVE, INC. | 18-23542 | - | - | - | |
| 7. | A&E FACTORY SERVICE, LLC | 18-23543 | - | - | - | |
| 8. | A&E HOME DELIVERY, LLC | 18-23544 | - | - | - | |
| 9. | A&E LAWN & GARDEN, LLC | 18-23545 | - | - | - | |
| 10. | A&E SIGNATURE SERVICE, LLC | 18-23546 | - | - | - | |
| 11. | FBA HOLDINGS INC. | 18-23547 | - | - | - | |
| 12. | INNOVEL SOLUTIONS, INC. | 18-23548 | 279 | - | 279 | |
| 13. | KMART CORPORATION | 18-23549 | - | - | - | |
| 14. | MAXSERV, INC. | 18-23550 | - | - | - | |
| 15. | PRIVATE BRANDS, LTD. | 18-23551 | - | - | - | |
| 16. | SEARS DEVELOPMENT CO. | 18-23552 | - | - | - | |
| 17. | SEARS HOLDINGS MANAGEMENT CORPORATION | 18-23553 | 2,431 | - | 2,431 | |
| 18. | SEARS HOME & BUSINESS FRANCHISES, INC. | 18-23554 | - | - | - | |
| 19. | SEARS HOME IMPROVEMENT PRODUCTS, INC | 18-23555 | - | - | - | |
| 20. | SEARS INSURANCE SERVICES, L.L.C. | 18-23556 | - | - | - | |
| 21. | SEARS PROCUREMENT SERVICES, INC. | 18-23557 | - | - | - | |
| 22. | SEARS PROTECTION COMPANY | 18-23558 | - | - | - | |
| 23. | SEARS PROTECTION COMPANY (PR) INC. | 18-23559 | - | - | - | |
| 24. | SEARS ROEBUCK ACCEPTANCE CORP. | 18-23560 | - | - | - | |
| 25. | SR-ROVER DE PUERTO RICO, LLC (f/k/a SEARS, ROEBUCK DE PUERTO RICO, INC.) | 18-23561 | - | - | - | |
| 26. | SYW RELAY LLC | 18-23562 | - | - | - | |
| 27. | WALLY LABS LLC | 18-23563 | - | - | - | |
| 28. | BIG BEAVER OF FLORIDA DEVELOPMENT, LLC | 18-23564 | - | - | - | |
| 29. | CALIFORNIA BUILDER APPLIANCES, INC. | 18-23565 | - | - | - | |
| 30. | FLORIDA BUILDER APPLIANCES, INC. | 18-23566 | - | - | - | |
| 31. | KBL HOLDING INC. | 18-23567 | - | - | - | |
| 32. | KLC, INC. | 18-23568 | - | - | - | |
| 33. | SEARS PROTECTION COMPANY (FLORIDA), LLC | 18-23569 | - | - | - | |
| 34. | KMART OF WASHINGTON LLC | 18-23570 | 25 | - | 25 | |
| 35. | KMART STORES OF ILLINOIS LLC | 18-23571 | - | - | - | |
| 36. | KMART STORES OF TEXAS LLC | 18-23572 | - | - | - | |
| 37. | MYGOFER LLC | 18-23573 | - | - | - | |
| 38. | ROVER BRANDS BUSINESS UNIT, LLC (f/k/a SEARS BRANDS BUSINESS UNIT CORPORATION) | 18-23574 | - | - | - | |
| 39. | SEARS HOLDINGS PUBLISHING COMPANY, LLC | 18-23575 | - | - | - | |
| 40. | KMART OF MICHIGAN, INC. | 18-23576 | - | - | - | |
| 41. | SHC DESERT SPRINGS, LLC | 18-23577 | - | - | - | |
| 42. | SOE, INC. | 18-23578 | - | - | - | |
| 43. | STARWEST, LLC | 18-23579 | - | - | - | |
| 44. | STI MERCHANDISING, INC. | 18-23580 | - | - | - | |
| 45. | TROY COOLIDGE NO. 13, LLC | 18-23581 | - | - | - | |
| 46. | BLUELIGHT.COM, INC. | 18-23582 | - | - | - | |
| 47. | SEARS BRANDS, L.L.C. | 18-23583 | - | - | - | |
| 48. | SEARS BUYING SERVICES, INC. | 18-23584 | - | - | - | |
| 49. | KMART.COM LLC | 18-23585 | - | - | - | |
| 50. | SEARS BRANDS MANAGEMENT CORPORATION | 18-23586 | - | - | - | |
| 51. | SHC LICENSED BUSINESS LLC | 18-23616 | - | - | - | |
| 52. | SHC PROMOTIONS LLC | 18-23630 | - | - | - | |
| 53. | SRE HOLDING CORPORATION | 19-22031 | - | - | - | |
| | TOTAL | | \$451,935 | \$2,077,786 | \$2,529,721 | |

Footnote(s):

- (a) The net cash disbursements represent cash disbursed by the Debtor entity excluding disbursements made on behalf of other Debtor entities, which are reflected on the accounts of the Debtors on whose behalf they are made. "Flow through" disbursements used to pay the Buyer's accounts payable and payroll are excluded.
- (b) Sears Holdings Corporation (18-23538) disbursements made by outside sources represent professional fee payments.

In re: SEARS HOLDINGS CORPORATION, et al.
Debtors (Jointly Administered)
QOR-2
(in US Dollars)
(Unaudited)

Case No. 18-23538 (RDD)
Reporting Period: 4/5/20 - 7/4/20
Federal Tax I.D. No. 20-1920798

QTD SUMMARY OF DISBURSEMENTS BY DEBTOR

| # | DEBTOR ENTITY NAME | BANKRUPTCY CASE NUMBER | Q2'20 | | | |
|-----|--|---------------------------|--|--------------------|-----------------------|-----------------------|
| | | | TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES) | | | |
| | | | APR. 5 - MAY 2, 2020 | MAY 3 - 30, 2020 | MAY 31 - JUL. 4, 2020 | APR. 5 - JUL. 4, 2020 |
| 1. | SEARS, ROEBUCK AND CO. | 18-23537 | \$3,436,946 | \$1,938,724 | \$449,185 | \$5,824,855 |
| 2. | SEARS HOLDINGS CORPORATION | 18-23538 | 3,912,085 | 1,412,031 | 2,077,786 | 7,401,902 |
| 3. | KMART HOLDING CORPORATION | 18-23539 | - | - | - | - |
| 4. | KMART OPERATIONS LLC | 18-23540 | 249 | 1,308 | 15 | 1,573 |
| 5. | SEARS OPERATIONS LLC | 18-23541 | 3,377 | 17,958 | - | 21,334 |
| 6. | SERVICELIVE, INC. | 18-23542 | - | - | - | - |
| 7. | A&E FACTORY SERVICE, LLC | 18-23543 | 947 | - | - | 947 |
| 8. | A&E HOME DELIVERY, LLC | 18-23544 | - | - | - | - |
| 9. | A&E LAWN & GARDEN, LLC | 18-23545 | - | - | - | - |
| 10. | A&E SIGNATURE SERVICE, LLC | 18-23546 | - | - | - | - |
| 11. | FBA HOLDINGS INC. | 18-23547 | - | - | - | - |
| 12. | INNOVEL SOLUTIONS, INC. | 18-23548 | 440 | 449 | 279 | 1,168 |
| 13. | KMART CORPORATION | 18-23549 | 7,370 | 9,141 | - | 16,511 |
| 14. | MAXSERV, INC. | 18-23550 | - | - | - | - |
| 15. | PRIVATE BRANDS, LTD. | 18-23551 | - | - | - | - |
| 16. | SEARS DEVELOPMENT CO. | 18-23552 | - | - | - | - |
| 17. | SEARS HOLDINGS MANAGEMENT CORPORATION | 18-23553 | - | - | 2,431 | 2,431 |
| 18. | SEARS HOME & BUSINESS FRANCHISES, INC. | 18-23554 | - | - | - | - |
| 19. | SEARS HOME IMPROVEMENT PRODUCTS, INC | 18-23555 | - | - | - | - |
| 20. | SEARS INSURANCE SERVICES, L.L.C. | 18-23556 | - | - | - | - |
| 21. | SEARS PROCUREMENT SERVICES, INC. | 18-23557 | - | - | - | - |
| 22. | SEARS PROTECTION COMPANY | 18-23558 | - | 250 | - | 250 |
| 23. | SEARS PROTECTION COMPANY (PR) INC. | 18-23559 | - | - | - | - |
| 24. | SEARS ROEBUCK ACCEPTANCE CORP. | 18-23560 | - | - | - | - |
| 25. | SR-ROVER DE PUERTO RICO, LLC (f/k/a SEARS, ROEBUCK DE PUERTO RICO, INC.) | 18-23561 | - | 831 | - | 831 |
| 26. | SYW RELAY LLC | 18-23562 | - | - | - | - |
| 27. | WALLY LABS LLC | 18-23563 | - | - | - | - |
| 28. | BIG BEAVER OF FLORIDA DEVELOPMENT, LLC | 18-23564 | - | - | - | - |
| 29. | CALIFORNIA BUILDER APPLIANCES, INC. | 18-23565 | - | - | - | - |
| 30. | FLORIDA BUILDER APPLIANCES, INC. | 18-23566 | - | - | - | - |
| 31. | KBL HOLDING INC. | 18-23567 | - | - | - | - |
| 32. | KLC, INC. | 18-23568 | - | - | - | - |
| 33. | SEARS PROTECTION COMPANY (FLORIDA), LLC | 18-23569 | - | - | - | - |
| 34. | KMART OF WASHINGTON LLC | 18-23570 | - | - | 25 | 25 |
| 35. | KMART STORES OF ILLINOIS LLC | 18-23571 | - | - | - | - |
| 36. | KMART STORES OF TEXAS LLC | 18-23572 | - | - | - | - |
| 37. | MYGOFER LLC | 18-23573 | - | - | - | - |
| 38. | ROVER BRANDS BUSINESS UNIT, LLC (f/k/a SEARS BRANDS BUSINESS UNIT CORPORATION) | 18-23574 | - | - | - | - |
| 39. | SEARS HOLDINGS PUBLISHING COMPANY, LLC | 18-23575 | - | - | - | - |
| 40. | KMART OF MICHIGAN, INC. | 18-23576 | - | - | - | - |
| 41. | SHC DESERT SPRINGS, LLC | 18-23577 | - | - | - | - |
| 42. | SOE, INC. | 18-23578 | - | - | - | - |
| 43. | STARWEST, LLC | 18-23579 | - | - | - | - |
| 44. | STI MERCHANDISING, INC. | 18-23580 | - | - | - | - |
| 45. | TROY COOLIDGE NO. 13, LLC | 18-23581 | - | - | - | - |
| 46. | BLUELIGHT.COM, INC. | 18-23582 | - | - | - | - |
| 47. | SEARS BRANDS, L.L.C. | 18-23583 | - | - | - | - |
| 48. | SEARS BUYING SERVICES, INC. | 18-23584 | - | - | - | - |
| 49. | KMART.COM LLC | 18-23585 | - | - | - | - |
| 50. | SEARS BRANDS MANAGEMENT CORPORATION | 18-23586 | - | - | - | - |
| 51. | SHC LICENSED BUSINESS LLC | 18-23616 | - | - | - | - |
| 52. | SHC PROMOTIONS LLC | 18-23630 | - | - | - | - |
| 53. | SRE HOLDING CORPORATION | 19-22031 | - | - | - | - |
| | TOTAL | | \$7,361,414 | \$3,380,692 | \$2,529,721 | \$13,271,828 |